

SOUTH WEST INDIGENOUS NETWORK INC.

(IA36012)

Rules

Adopted 24 October 2015

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## 1 INTERPRETATION

1) In these rules:

**Act** means the Associations Incorporation Act 1981.

**Association** means South West Indigenous Network Inc.

**Board** means management committee, as defined in the Act.

**Bylaws** means the bylaws of the association.

**Casual vacancy**, on the board, means a vacancy that happens when an elected member of the board resigns, dies or otherwise stops holding office.

**Chairperson** means president, as defined in the Act.

**Chief executive** means the Chief Executive of the Queensland Government Office of Fair Trading.

**Core Member Delegate** means a representative of a core member who is authorised to vote and act on behalf of their respective core member.

**Fee** means a payment of money due to the association by its members.

**Organisation Member Delegate** means a representative of an organisation member who is authorised to vote and act on behalf of their respective organisation member.

**Present** means:

a. at a board meeting, see rule 22(6); or

b. at a general meeting, see rule 35(2).

**Special resolution** means a resolution that is passed at a general meeting (including the annual general meeting) by the votes of at least 75% of the members who are present and entitled to vote.

**Sport and Recreation Officer (SRO)** means a person who holds the position of Sport and Recreation Officer with a core member or an organisation member.

**Voting member** means a member of the association who is eligible to vote at general meetings of the association, as defined in rule 5.

2) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 2 NAME

1) The name of the incorporated association is SOUTH WEST INDIGENOUS NETWORK INC. (**the association**).

## 3 OBJECTS

1) The objects of the association are to:

a. Shape Indigenous sport and recreation to improve outcomes for Aboriginal and Torres Strait Islander people in South West Queensland and elsewhere through networking, the sharing of ideas, advocacy, support, research, problem solving and strategy development;

b. Be recognised as the peak regional body representing Aboriginal and Torres Strait Islander sport, recreation and physical activity in South West Queensland;

c. Promote opportunities in sport and recreation for Aboriginal and Torres Strait Islander people and support participants in sport and recreation in South West Queensland;

- d. Gain an understanding of Aboriginal and Torres Strait Islander sport and recreation regional participation in South West Queensland;
- e. Coordinate intra-regional participation and acknowledgement of sport and recreation activities in South West Queensland;
- f. Promote training opportunities to increase the skill level of sport and recreation officers, volunteers and members of the Aboriginal and Torres Strait Islander communities in South West Queensland;
- g. Develop, implement and promote appropriate codes of behaviour in sport and recreation in South West Queensland Aboriginal and Torres Strait Islander communities.

## **4 POWERS**

- 1) The association has the powers of an individual.
- 2) The association may, for example:
  - a. enter into contracts; and
  - b. acquire, hold, deal with and dispose of property; and
  - c. make charges for services and facilities it supplies; and
  - d. do other things necessary or convenient to be done in carrying out its affairs.
- 3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

## **5 CLASSES OF MEMBERS**

- 1) The membership of the association consists of ordinary members, core members, organisation members, network partner members, social members and life members.
- 2) Ordinary members:
  - a. Ordinary members must be at least 18 years of age and support the objects, bylaws and codes of conduct of the association;
  - b. Subject to rule 17(1), ordinary members are eligible for election to the board of the association;
  - c. Ordinary members are not entitled to vote at general meetings of the association;
  - d. Fees payable by an ordinary member can be waived or discounted by the board.
- 3) Core members:
  - a. Core membership of the association is open to organisations that:
    - i. have an Aboriginal and/or Torres Strait Islander focus as their main objective;
    - ii. have Aboriginal and/or Torres Strait Islander members comprising at least 75% of their membership;
    - iii. employ a sport and recreation officer or officers (SRO);
    - iv. deliver physical activity programs to Aboriginal and/or Torres Strait Islander communities in South West Queensland;
    - v. support the objects, bylaws and codes of conduct of the association.

- b. Each core member is entitled to nominate one SRO and one Core Member Delegate to act on behalf of the core member;
  - c. The SRO and Core Member Delegate of a core member must be at least 18 years of age and support the objects, bylaws and codes of conduct of the association;
  - d. Nomination of the SRO and Core Member Delegate must be in writing and signed by the president or secretary of the core member;
  - e. Each core member is entitled to two votes in total at general meetings of the association, where the SRO may exercise one vote and the Core Member Delegate may exercise one vote;
  - f. Subject to rule 17(1), the SRO and Core Member Delegate of a core member are eligible for election to the board of the association;
  - g. Where a core member is entitled or required to do a thing only possible by the physical action of a natural person, that member's SRO and/or Core Member Delegate represent the core member in a physical capacity and may carry out and participate in such activities as if they are the member, and the SRO and Core Member Delegate may act independently of each other, as if they are separate members;
  - h. Fees payable by a core member can be waived or discounted by the board.
- 4) Organisation members:
- a. Organisation membership of the association is open to organisations that:
    - i. are Aboriginal and/or Torres Strait Islander organisations; and/or
    - ii. organisations that have an Aboriginal and/or Torres Strait Islander focus as one of their main objectives;
    - iii. may provide community-based physical activity programs to their communities;
    - iv. support the objects, bylaws and codes of conduct of the association.
  - b. Each organisation member is entitled to nominate either one SRO or one Organisation Member Delegate to act on behalf of the core member;
  - c. The nominated SRO or Organisation Member Delegate of an organisation member must be at least 18 years of age and support the objects, bylaws and codes of conduct of the association;
  - d. Nomination of the SRO or Organisation Member Delegate must be in writing and signed by the president or secretary of the organisation member;
  - e. Each organisation member is entitled to one vote at general meetings of the association, to be exercised by either the nominated SRO or Organisation Member Delegate;
  - f. Subject to rule 17(1), the SRO or Organisation Member Delegate of an organisation member is eligible for election to the board of the association;
  - g. Where an organisation member is entitled or required to do a thing only possible by the physical action of a natural person, that member's SRO or Organisation Member Delegate represents the organisation member in a physical capacity and may carry out and participate in such activities as if they are the member;
  - h. Fees payable by an organisation member can be waived or discounted by the board.

- 5) Network partner members:
  - a. Network partner members must support the objects, bylaws and codes of conduct of the association and must be deemed by the board to be of value to the association in pursuance of its objects;
  - b. Network partner members do not apply for membership. The board bestows membership upon network partner members;
  - c. Network partner members are not entitled to vote at general meetings of the association;
  - d. Network partner members are not eligible for election to the board of the association;
  - e. Fees payable by a network partner member can be waived or discounted by the board.
  
- 6) Social members:
  - a. Any person who supports the objects, bylaws and codes of conduct of the association is eligible to become a social member of the association;
  - b. Social members are not eligible to vote at general meetings of the association;
  - c. Social members are not eligible for election to the board of the association;
  - d. Fees payable by a social member can be waived or discounted by the board.
  
- 7) Life members:
  - a. Life members must support the objects, bylaws and codes of conduct of the association;
  - b. Life membership is open to persons who have rendered extraordinary and meritorious service to the association for an extended period;
  - c. Any ordinary member, core member, organisation member or life member may recommend to the board a nominee for election as a life member;
  - d. Recommendations for life membership must be in writing, signed by the member(s) making the recommendation and received by the secretary of the association no less than 14 days prior to the annual general meeting;
  - e. On the board's approval of the recommendation, the board will propose the nominee for election as a life member at the annual general meeting;
  - f. Life members must be elected by the passing of a special resolution at an annual general meeting by the votes of at least 75% of the members who are present and entitled to vote;
  - g. Life members are not required to pay an annual subscription to the association;
  - h. Life members are not entitled to vote at general meetings of the association;
  - i. Subject to rule 17(1), life members are eligible for election to the board of the association.
  
- 8) The number of all classes of members is unlimited.

## **6 NEW MEMBERSHIP**

- 1) An application for membership must be:
  - a. in writing; and
  - b. in the form decided by the board.

- 2) An applicant for core membership or organisation membership of the association must be proposed by one existing core member or organisation member of the association (the **proposer**) and seconded by another core member or organisation member (the **seconder**).

## **7 MEMBERSHIP FEES**

- 1) The membership fee for class of membership (if any):
  - a. is the amount decided by the board; and
  - b. is payable when, and in the way, the board decides.

## **8 ADMISSION AND REJECTION OF NEW MEMBERS**

- 1) The board must consider an application for membership at the next board meeting held after it receives:
  - a. the application for membership; and
  - b. the appropriate membership fee for the application.
- 2) The board must ensure that, as soon as possible after the person applies to become a member of the association, and before the board considers the person's application, the person is advised:
  - a. whether or not the association has public liability insurance; and
  - b. if the association has public liability insurance—the amount of the insurance.
- 3) The board must decide at the meeting whether to accept or reject the application.
- 4) If a majority of the members of the board present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 5) The secretary of the association must, as soon as practicable after the board decides to accept or reject an application, give the applicant a written notice of the decision.

## **9 WHEN MEMBERSHIP ENDS**

- 1) A member may resign from the association by giving a written notice of resignation to the secretary.
- 2) The resignation takes effect at:
  - a. the time the notice is received by the secretary; or
  - b. if a later time is stated in the notice—the later time.
- 3) The board may terminate a member's membership if the member:
  - a. is convicted of an indictable offence; or
  - b. does not comply with any of the provisions of these rules; or
  - c. has membership fees in arrears for at least two months; or
  - d. conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- 4) Before the board terminates a member's membership, the board must give the member a full and fair opportunity to show why the membership should not be terminated.
- 5) If, after considering all representations made by the member, the board decides to terminate the membership, the secretary of the board must give the member a written notice of the decision.



## **10 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- 1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- 2) A notice of intention to appeal must be given to the secretary within seven days after the person receives written notice of the decision.
- 3) If the secretary receives a notice of intention to appeal, the secretary must, within 14 days after receiving the notice, call a general meeting to decide the appeal.

## **11 GENERAL MEETING TO DECIDE APPEAL**

- 1) The general meeting to decide an appeal must be held within 28 days after the secretary receives the notice of intention to appeal.
- 2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 3) Also, the board and the members of the board who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 4) An appeal must be decided by a majority vote of the members present and entitled to vote at the meeting.
- 5) If a person whose application for membership has been rejected does not appeal against the decision within seven days after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

## **12 REGISTER OF MEMBERS**

- 1) The board must keep a register of members of the association.
- 2) The register must include the following particulars for each member:
  - a. the full name of the member;
  - b. the postal or residential address of the member;
  - c. the date of admission as a member;
  - d. the date of death or time of resignation of the member;
  - e. details about the termination or reinstatement of membership;
  - f. if applicable, the member's SRO and/or Core Member Delegate or Organisation Member Delegate;
  - g. any other particulars the board or the members at a general meeting decide.
- 3) The register must be open for inspection by members of the association at all reasonable times.
- 4) A member must contact the secretary to arrange an inspection of the register.
- 5) However, the board may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

## 13 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- 1) A member of the association must not:
  - a. use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 2) Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

## 14 APPOINTMENT OR ELECTION OF SECRETARY

- 1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
  - a. a member of the association elected by the association as secretary; or
  - b. any of the following persons appointed by the board as secretary:
    - i. a member of the association's board;
    - ii. another member of the association;
    - iii. another person.
- 2) If a vacancy happens in the office of secretary, the members of the board must ensure a secretary is appointed or elected for the association within one month after the vacancy happens.
- 3) If the board appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the board, the person does not become a member of the board.
- 4) However, if the board appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the board, the person becomes a member of the board.
- 5) If the board appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the board.
- 6) In this rule— ***casual vacancy***, on a board, means a vacancy that happens when an elected member of the board resigns, dies or otherwise stops holding office.

## 15 REMOVAL OF SECRETARY

- 1) The board of the association may at any time remove a person appointed by the board as the secretary.
- 2) If the board removes a secretary who is a person mentioned in rule 14(1)(b)(i), the person remains a member of the board.
- 3) If the board removes a secretary who is a person mentioned in rule 14(1)(b)(ii) and who has been appointed to a casual vacancy on the board under rule 14(4), the person remains a member of the board.

## 16 FUNCTIONS OF SECRETARY

- 1) The secretary's functions include, but are not limited to:
  - a. calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the chairperson of the association; and
  - b. keeping minutes of each meeting; and
  - c. keeping copies of all correspondence and other documents relating to the association; and
  - d. maintaining the register of members of the association.

## 17 MEMBERSHIP OF BOARD

- 1) At least 75% of the members of the board must be of Aboriginal and/or Torres Strait Islander heritage.
- 2) The board of the association consists of a chairperson, treasurer, and any other members the association members elect at a general meeting.
- 3) A member of the board, other than a secretary appointed by the board under rule 14(1)(b)(iii), must be a member of the association.
- 4) The term of office for board positions is 2 years.
- 5) Elected board members shall remain in office from the conclusion of the annual general meeting at which they were elected until the conclusion of the second annual general meeting following their election.
- 6) The board shall determine the sequence of retirements under rules 17(4) and 17(5) to ensure rotational terms.
- 7) A member of the association may be appointed to a casual vacancy on the board under rule 20.

## 18 ELECTING THE BOARD

- 1) A member of the board may only be elected as follows:
  - a. the secretary calls for nominations for board positions at least 28 days before the annual general meeting;
  - b. any two members of the association may nominate another member (the ***candidate***) to serve as a member of the board;
  - c. the nomination must be:
    - i. in writing; and
    - ii. signed by the candidate and the members who nominated him or her; and
    - iii. given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
  - d. each member of the association present and entitled to vote at the annual general meeting may vote for one candidate for each vacant position on the board. Any equality in voting is resolved as follows:
    - i. if there are two candidates and both candidates receive an equal number of votes, voting is determined by lot;
    - ii. if there are three or more candidates and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest

number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot.

- e. if there is only one candidate for a position, the candidate is declared elected if approved by a majority of members present and entitled to vote. If the candidate is not approved, nominations for the position may be taken from the floor of the meeting;
  - f. if, at the start of the annual general meeting, there are no candidates nominated for any position, nominations for that position may be taken from the floor of the meeting.
- 2) A person may be a candidate only if the person:
    - a. is an adult; and
    - b. is not ineligible to be elected as a member under section 61A of the Act.
  - 3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least seven days immediately preceding the annual general meeting.
  - 4) If required by the board, balloting lists must be prepared containing the names of the candidates in order determined by lot.
  - 5) The board must ensure that, before a candidate is elected as a member of the board, the candidate is advised:
    - a. whether or not the association has public liability insurance; and
    - b. if the association has public liability insurance—the amount of the insurance.

## **19 RESIGNATION, REMOVAL OR VACATION OF OFFICE OF BOARD MEMBER**

- 1) A member of the board may resign from the board by giving written notice of resignation to the secretary.
- 2) The resignation takes effect at:
  - a. the time the notice is received by the secretary; or
  - b. if a later time is stated in the notice—the later time.
- 3) A member of the board may be removed from office at a meeting of the board if the member:
  - a. is absent from two consecutive meetings of the board without leave of the board; or
  - b. is absent from three meetings of the board in any financial year without leave of the board.
- 4) A member of the board may be removed from office at a general meeting of the association if a majority of the members present and entitled to vote at the meeting vote in favour of removing the member.
- 5) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 6) A member has no right of appeal against the member's removal from office under this rule.
- 7) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## 20 VACANCIES ON BOARD

- 1) If a casual vacancy happens on the board, the continuing members of the board may appoint another member of the association to fill the vacancy until the next annual general meeting.
- 2) The continuing members of the board may act despite a casual vacancy on the board.
- 3) However, if the number of board members is less than the number fixed under rule 23(1) as a quorum of the board, the continuing members may act only to:
  - a. increase the number of board members to the number required for a quorum;
  - or
  - b. call a general meeting of the association.

## 21 FUNCTIONS OF BOARD

- 1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the board has the general control and management of the administration of the affairs, property and funds of the association.
- 2) The board has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

**Note:**

The Act prevails if the association's rules are inconsistent with the Act—see section 1B of the Act.

- 3) The board may exercise the powers of the association:
  - a. to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
  - b. to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
  - c. to purchase, redeem or pay off any securities issued; and
  - d. to borrow amounts from members and pay interest on the amounts borrowed; and
  - e. to mortgage or charge the whole or part of its property; and
  - f. to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
  - g. to provide and pay off any securities issued; and
  - h. to invest in a way the members of the association may from time to time decide.
- 4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
  - a. the financial institution for the association; or
  - b. if there is more than one financial institution for the association—the financial institution nominated by the board.

## **22 MEETINGS OF BOARD**

- 1) Subject to this rule, the board may meet and conduct its proceedings as it considers appropriate.
- 2) The board must meet at least once every four months to exercise its functions.
- 3) The board must decide how a meeting is to be called.
- 4) Notice of a meeting is to be given in the way decided by the board.
- 5) The board may hold meetings, or permit a board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 6) A board member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- 7) A question arising at a board meeting is to be decided by a majority vote of members of the board present at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.
- 8) A member of the board must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does have an interest in the contract or proposed contract, the interest must be declared and the member must not participate in discussion or debate about the contract or proposed contract.
- 9) The chairperson is to preside as chairperson at a board meeting.
- 10) If there is no chairperson or if the chairperson is not present within 10 minutes after the time fixed for a board meeting, the members may choose one of their number to preside as chairperson at the meeting.

## **23 QUORUM FOR, AND ADJOURNMENT OF, BOARD MEETING**

- 1) At a board meeting, more than 50% of the members on the board as at the close of the last general meeting of the members form a quorum.
- 2) If there is no quorum within 30 minutes after the time fixed for a board meeting called on the request of members of the board, the meeting lapses.
- 3) If there is no quorum within 30 minutes after the time fixed for a board meeting called other than on the request of the members of the board:
  - a. the meeting is to be adjourned for at least one day; and
  - b. the members of the board who are present are to decide the day, time and place of the adjourned meeting.
- 4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **24 SPECIAL MEETING OF BOARD**

- 1) If the secretary receives a written request signed by at least 33% of the members of the board, the secretary must call a special meeting of the board by giving each member of the board notice of the meeting within 14 days after the secretary receives the request.
- 2) If the secretary is unable or unwilling to call the special meeting, the chairperson must call the meeting.
- 3) A request for a special meeting must state:
  - a. why the special meeting is called; and

- b. the business to be conducted at the meeting.
- 4) A notice of a special meeting must state:
  - a. the day, time and place of the meeting; and
  - b. the business to be conducted at the meeting.
- 5) A special meeting of the board must be held within 14 days after notice of the meeting is given to the members of the board.

## **25 MINUTES OF BOARD MEETINGS**

- 1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting are entered in a minute book.
- 2) To verify the accuracy of the minutes, the minutes of each board meeting must be signed by the chairperson of the meeting, or the chairperson of the next board meeting.

## **26 APPOINTMENT OF SUBCOMMITTEES**

- 1) The board may appoint a subcommittee consisting of members of the association considered appropriate by the board to help with the conduct of the association's operations.
- 2) A member of the subcommittee who is not a member of the board is not entitled to vote at a board meeting.
- 3) A subcommittee may elect a chairperson of its meetings.
- 4) If a subcommittee chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- 5) A subcommittee may meet and adjourn as it considers appropriate.
- 6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.

## **27 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

- 1) An act performed by the board, a subcommittee or a person acting as a member of the board is taken to have been validly performed.
- 2) Subrule (1) applies even if the act was performed when:
  - a. there was a defect in the appointment of a member of the board, subcommittee or person acting as a member of the board; or
  - b. a board member, subcommittee member or person acting as a member of the board was disqualified from being a member.

## **28 RESOLUTIONS OF BOARD WITHOUT MEETING**

- 1) A written resolution signed by each member of the board is as valid and effectual as if it had been passed at a board meeting that was properly called and held.
- 2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by one or more members of the board.

## **29 ANNUAL GENERAL MEETINGS**

- 1) Each annual general meeting must be held:
  - a. at least once each year; and
  - b. within six months after the end date of the association's reportable financial year.

## **30 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF LEVEL 1 INCORPORATED ASSOCIATIONS AND PARTICULAR LEVEL 2 AND 3 INCORPORATED ASSOCIATIONS**

- 1) This rule applies only if the association is:
  - a. a level 1 incorporated association; or
  - b. a level 2 incorporated association to which section 59 of the Act applies; or
  - c. a level 3 incorporated association to which section 59 of the Act applies.
- 2) The following business must be conducted at each annual general meeting of the association:
  - a. receiving the association's financial statement, and audit report, for the last reportable financial year;
  - b. presenting the financial statement and audit report to the meeting for adoption;
  - c. electing members of the board;
  - d. for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
  - e. for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

## **31 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF OTHER LEVEL 2 INCORPORATED ASSOCIATIONS**

- 1) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.
- 2) The following business must be conducted at each annual general meeting of the association:
  - a. receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - b. presenting the financial statement and signed statement to the meeting for adoption;
  - c. electing members of the board;
  - d. appointing an auditor, an accountant or an approved person for the present financial year.



### **32 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF OTHER LEVEL 3 INCORPORATED ASSOCIATIONS**

- 1) This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.
- 2) The following business must be conducted at each annual general meeting of the association:
  - a. receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - b. presenting the financial statement and signed statement to the meeting for adoption;
  - c. electing members of the board.

### **33 NOTICE OF GENERAL MEETING**

- 1) The secretary may call a general meeting of the association.
- 2) The secretary must give at least 14 days notice of the meeting to each member of the association.
- 3) If the secretary is unable or unwilling to call the meeting, the chairperson must call the meeting.
- 4) The board may decide the way in which the notice must be given.
- 5) However, notice of the following meetings must be given in writing:
  - a. a meeting called to hear and decide the appeal of a person against the board's decision:
    - i. to reject the person's application for membership of the association; or
    - ii. to terminate the person's membership of the association;
  - b. a meeting called to hear and decide a proposed special resolution of the association.
- 6) A notice of a general meeting must state the business to be conducted at the meeting.

### **34 QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING**

- 1) The quorum for a general meeting is at least the number of voting members equal to the number of members on the board at the close of the association's last general meeting plus one.
- 2) However, if all members of the association are members of the board, the quorum is the total number of members less one.
- 3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the board or the association, the meeting lapses.
- 5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the board or the association:
  - a. the meeting is to be adjourned for at least seven days; and
  - b. the board is to decide the day, time and place of the adjourned meeting.

- 6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 7) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **35 PROCEDURE AT GENERAL MEETING**

- 1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- 3) At each general meeting:
  - a. the chairperson is to preside as chairperson; and
  - b. if there is no chairperson or if the chairperson is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one of their number to be chairperson of the meeting; and
  - c. the chairperson must conduct the meeting in a proper and orderly way.

### **36 VOTING AT GENERAL MEETING**

- 1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- 2) Each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote only.
- 3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 4) The method of voting is to be decided by the board.
- 5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 6) If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

## 37 SPECIAL GENERAL MEETING

- 1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after:
  - a. being directed to call the meeting by the board; or
  - b. being given a written request signed by:
    - i. at least 33% of the number of members of the board when the request is signed; or
    - ii. at least the number of voting members of the association equal to double the number of members of the association on the board when the request is signed plus one; or
  - c. being given a written notice of an intention to appeal against the decision of the board:
    - i. to reject an application for membership; or
    - ii. to terminate a person's membership.
- 2) A request mentioned in subrule (1)(b) must state:
  - a. why the special general meeting is being called; and
  - b. the business to be conducted at the meeting.
- 3) A special general meeting must be held within 28 days after the secretary:
  - a. is directed to call the meeting by the board; or
  - b. is given the written request mentioned in subrule (1)(b); or
  - c. is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- 4) If the secretary is unable or unwilling to call the special meeting, the chairperson must call the meeting.

## 38 PROXIES

- 1) An instrument appointing a proxy must be in writing and be in the following or similar form:

South West Indigenous Network:  
I, \_\_\_\_\_ of \_\_\_\_\_ being a member of the association,  
appoint \_\_\_\_\_ of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (annual) general meeting of the  
association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_  
and at any adjournment of the meeting.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_  
Signature \_\_\_\_\_
- 2) The instrument appointing a proxy must:
  - a. if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or
  - b. if the appointor is a corporation:
    - i. be under seal; or
    - ii. be signed by a properly authorised officer or attorney of the corporation.
- 3) A proxy may be a member of the association or another person.
- 4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

- 5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

South West Indigenous Network:

I, \_\_\_\_\_ of \_\_\_\_\_ being a member of the association, appoint \_\_\_\_\_ of \_\_\_\_\_

as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_

Signature \_\_\_\_\_

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*] the following resolutions:

[*List relevant resolutions*]

### **39 MINUTES OF GENERAL MEETINGS**

- 1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- 2) To verify the accuracy of the minutes:
  - a. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting; and
  - b. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting.
- 3) If asked by a member of the association, the secretary must, within 28 days after the request is made:
  - a. make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - b. give the member copies of the minutes of the meeting.
- 4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

### **40 BYLAWS**

- 1) The board may make, amend or repeal bylaws, not inconsistent with these rules, for the internal management of the association.
- 2) A bylaw may be set aside by a vote of members at a general meeting of the association.

## **41 ALTERATION OF RULES**

- 1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

## **42 COMMON SEAL**

- 1) The board must ensure the association has a common seal.
- 2) The common seal must be:
  - a. kept securely by the board; and
  - b. used only under the authority of the board.
- 3) Each instrument to which the seal is attached must be signed by a member of the board and countersigned by:
  - a. the secretary; or
  - b. another member of the board; or
  - c. someone authorised by the board.

## **43 FUNDS AND ACCOUNTS**

- 1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the board.
- 2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 4) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- 5) Any cheque or electronic funds transfer must be signed or approved by any two of the following:
  - a. the chairperson;
  - b. the secretary;
  - c. the treasurer;
  - d. any one of three other members of the association who have been authorised by the board to sign cheques or approve electronic funds transfers by the association.
- 6) However, one of the persons who signs the cheque or approves the electronic funds transfer must be the chairperson, the secretary or the treasurer.
- 7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 8) A petty cash account must be kept on the imprest system, and the board must decide the amount of petty cash to be kept in the account.
- 9) All expenditure must be approved or ratified at a board meeting.
- 10) The association precludes the payment to an officer or employee of the association of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the association or the receipts of the association for such liquor.

## **44 GENERAL FINANCIAL MATTERS**

- 1) On behalf of the board, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

## **45 DOCUMENTS**

- 1) The board must ensure the safe custody of books, documents, instruments of title and securities of the association.

## **46 FINANCIAL YEAR**

- 1) The end date of the association's financial year is 30 June in each year.

## **47 DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

- 1) This rule applies if the association:
  - a. is wound-up under part 10 of the Act; and
  - b. has surplus assets.
- 2) The surplus assets must not be distributed among the members of the association.
- 3) The surplus assets must be given to another entity:
  - a. having objects similar to the association's objects; and
  - b. the rules of which prohibit the distribution of the entity's income and assets to its members.
- 4) In this rule: **surplus assets** see section 92(3) of the Act.